

CHICAGO AND



TRANSPORTATION COMPANY

No. 4-289A028  
Date OCT 15 1984  
Fee \$ 10.00

OFFICE OF THE SECRETARY

DIRECT DIAL NUMBER

(312) 559-6167

October 12, 1984

File: A-12276-A

ICC Washington, D. C.

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20036

RECORDATION NO. 9346-A Filed 1425

OCT 15 1984 11:10 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Mergenovich:

Pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act, enclosed for recordation are counterparts of a Supplement No. 1 dated as of December 19, 1983 by and between Chicago and North Western Transportation Company and the United States of America represented by the Secretary of Transportation acting through the Administrator of the Federal Railroad Administration. This Supplement No. 1 supplements the Indenture of Mortgage and Security Agreement dated as of March 8, 1978 assigned Recordation No. 9346 on April 26, 1978.

The names and addresses of the parties to the transaction are as follows:

1. Chicago and North Western Transportation Company, One North Western Center, Chicago, Illinois 60606
2. Federal Railroad Administration, 400 Seventh Street, S.W., Washington, D.C. 20590.

Enclosed is our check for \$10.00 to cover your recording fee. Keep one counterpart for your files and return the other counterparts each showing your recordation data.

Sincerely,

*Joan A. Schramm*

Joan A. Schramm  
Assistant Secretary

Enclosures

cc: M. H. Shumate

cs/d4/23 1

ICC OFFICE OF  
THE SECRETARY  
OCT 15 11 05 AM '84  
MOTOR OPERATING UNIT

Interstate Commerce Commission  
Washington, D.C. 20423

10/15/84

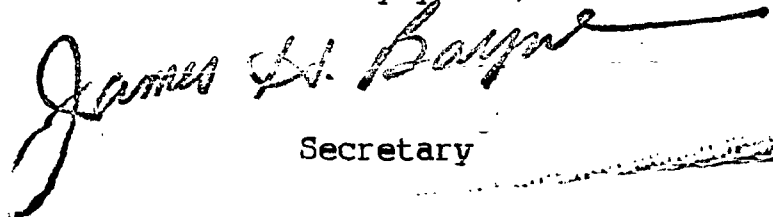
OFFICE OF THE SECRETARY

Joan A. Schramm  
Assist. Sec.  
Chicago & North Western Transp. Co.  
One North Western Center  
Chicago, Illinois 60606

Dear Ms. Schramm:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/15/84 at 11:10am and assigned recordation number(s). 9346-A

Sincerely yours,

  
Secretary

Enclosure(s)

INDENTURE OF MORTGAGE AND SECURITY AGREEMENT

SUPPLEMENT NO. 1

RECORDATION NO. 9346-A  
Filed 1425

OCT 15 1984 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

Dated as of December 19, 1983

INDENTURE OF MORTGAGE AND SECURITY AGREEMENT  
SUPPLEMENT NO. 1 (this "Mortgage Supplement") of Chicago and North Western Transportation Company, a Delaware corporation ("Company"), supplementing the Indenture of Mortgage and Security Agreement dated as of March 8, 1978 (as heretofore or hereafter amended or supplemented, the "Mortgage") between the Company and the United States of America (hereinafter called "Mortgagee") represented by the Secretary of Transportation acting through the Administrator of the Federal Railroad Administration or the Administrator's designee, which has been recorded as set forth in Exhibit A hereto.

W I T N E S S E T H:

WHEREAS, the Mortgage provides that it secures all Secured Obligations, which term is defined to include:

"(a) all indebtedness, liabilities and obligations now or hereafter existing or arising of Company to Mortgagee under, or by reason of, any agreement (including any lawful claim of Mortgagee for specific performance or damages on account of breach, of such agreement) of Company contained in the Financing Agreement or in any writing executed pursuant to the Financing Agreement (including this Mortgage and Security Agreement), or in connection with the Financing Agreement or the consummation of any transaction contemplated thereunder; and

(b) ....",

and defines the term Financing Agreement as follows:

J.M.H.  
20

"Financing Agreement. The term "Financing Agreement" shall mean a certain agreement dated as of March 8, 1978, by and between Mortgagee and Company, in which Mortgagee has agreed to guarantee payment of certain obligations of Company, and any other agreement which may be hereafter entered into by Mortgagee and Company which by its terms provides that indebtedness, liabilities and obligations of Company shall be secured by this Mortgage and Security Agreement, as said agreement or agreements may hereafter from time to time be supplemented or amended.";

NOW, THEREFORE, the parties hereto hereby confirm that as of the date hereof, the term Financing Agreement includes the following agreements, the maximum principal amount of the note or notes issuable under each said agreement being the amount set forth with respect thereto below, and agree that the Mortgage is supplemented to include in the definition of the term Financing Agreement the following agreements:

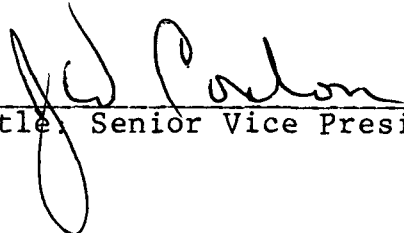
agreements by and between Mortgagee and Company dated as of: (i) March 8, 1978 - \$17,600,000; (ii) February 16, 1979 - \$21,193,315; (iii) February 16, 1979 - \$6,192,406; and (iv) May 20, 1980 - \$25,214,854; and agreement by and between Mortgagee, Company and Midwestern Railroad Properties, Incorporated dated as of December 19, 1983 - \$15,000,000.

This Mortgage Supplement shall be construed as supplemental to the Mortgage and as a part thereof. All capitalized terms used herein shall have the respective meanings specified in the Mortgage.

IN WITNESS WHEREOF, the parties have caused this Mortgage Supplement to be duly executed as of the day and year first above written.

CHICAGO AND NORTH WESTERN  
TRANSPORTATION COMPANY

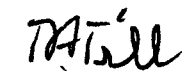
[Corporate Seal]

By   
Title: Senior Vice President

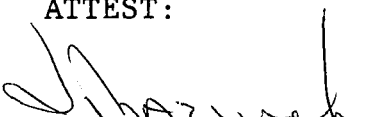
ATTEST:

  
Title: Asst. Secretary

UNITED STATES OF AMERICA  
By the  
SECRETARY OF TRANSPORTATION  
Acting through the  
ADMINISTRATOR OF THE  
FEDERAL RAILROAD ADMINISTRATION

By   
Title:

ATTEST:

  
Title: Attorney

ACKNOWLEDGEMENT

STATE OF ILLINOIS    )  
                              )  
COUNTY OF COOK        )   SS.

The foregoing instrument was acknowledged before  
me by J. W. Conlon of CHICAGO AND NORTH  
WESTERN TRANSPORTATION COMPANY, on this 19th day of  
December, 1983.

WITNESS my hand and official seal.

Virginia S. Patton  
Notary Public

My Commission expires: May 4, 1987

ACKNOWLEDGEMENT

DISTRICT OF        )  
                              )  
COLUMBIA            )   SS.

The foregoing instrument was acknowledged before  
me by F.A. Hill of the FEDERAL  
RAILROAD ADMINISTRATION, on this 19 day of December,  
1983.

WITNESS my hand and official seal.

Harold E. Finney  
Notary Public

My Commission expires: Feb-14, 1985

L/P91-754

ABSTRACT RECORDINGS OF INDENTURE OF MORTGAGE AND SECURITY AGREEMENT  
DATED AS OF MARCH 8, 1978  
BETWEEN CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY AND UNITED STATES OF AMERICA

LOCATION			RECORDATION			
County	County Seat		Date	Doc. No.	Book	Page
<u>STATE OF ILLINOIS</u>						
Boone	Belvidere	61008	5/25/78	78-1590	---	1 - 41
Bureau	Princeton	61356	5/5/78	78-1675	565 of Records	217 - 2
Cook	Chicago	-	5/9/78	24439321	---	---
DeKalb	Sycamore	60178	5/25/78	412176	---	---
DuPage	Wheaton	60187	5/12/78	R78-40922	---	---
Fulton	Lewiston	61542	5/30/78	78-60400 & 171533	Vol. 845 & Bk. 3	121 - 16/14
Henderson	Oquawka	61469	5/5/78	117594	(On Microfilm)	---
Jo Daviess	Galena	61036	5/5/78	147124	144 of Mortgages	270 - 310
Kane	Geneva	60134	5/25/78	1458454	---	---
Knox	Galesburg	61401	5/25/78	669696	967 of Records	262 - 30
Lake	Waukegan	60085	5/11/78	1916652	---	---
LaSalle	Ottawa	61350	5/5/78	655863	---	1 - 41
Lee	Dixon	61021	5/26/78	426159	7807	458 - 4
Macoupin	Carlinville	02626	5/8/78	188705	820 of Mortgages	-
Madison	Edwardsville	62025	5/22/78	212-6180	3095 of Records	614 - 65
Marshall	Lacon	61540	5/8/78	24357	372	499 - 53
Mason	Havana	62644	5/8/78	168966	312 of Real Estate Records	362 - 402
McHenry	Woodstock	60098	5/26/78	733821	---	---
Menard	Petersburg	62675	5/8/78	111321	79 of Mortgages	347
Mercer	Aledo	61231	5/8/78	228991	354	511 - 55
Montgomery	Hillsboro	62049	5/8/78	260622	201 of Mortgages	68 - 88
Ogle	Oregon	61061	5/22/78	468633	217 of Mortgages	1 - 42
Peoria	Peoria	-	5/22/78	78-11815	---	---
St. Clair	Edwardsville	62025	5/26/78	A590613	2444	85 - 125
Sangamon	Springfield	62705	5/8/78	790870	---	020521- 020560
Stark	Toulon	61483	5/8/78	60759	---	-
Stephenson	Freeport	61032	5/26/78	92-4414	P-238	1431-1471
Tazwell	Pekin	61554	8/4/78	629335	2231	69
Warren	Monmouth	61462	5/25/78	393280	222	111 - 15
Whiteside	Morrison	61270	5/26/78	3385-78	---	---
Winnebago	Rockford	-	5/25/78	145-7135	78-13-1772 through 78-13-1812 (Microfile No.)	---

STATE OF IOWA

Sec. of State	Des Moines		7/10/78	G-419706	(Utility)	---
Audubon	Audubon	-	7/12/78	78-999	(Microfilm)	---
Benton	Vinton	-	7/13/78	0104	100 (Also indexed as Chattel)	432
Black Hawk	Waterloo	-	7/13/78	1067	471 (Land Mortgages)	153 - 194
Boone	Boone	-	7/12/78	103	497	425 - 466
Bremer	Waverly	-	7/12/78	110	243	836 - 877
Buchanan	Independence	-	7/12/78	99	423	413 - 454
Buena Vista	Storm Lake	-	7/13/78	0129	128 (Land Mortgages)	617 - 658
Butler	Allison	-	7/12/78	3199	137	250 - 291
Calhoun	Rockwell City	-	7/12/78	78-64	(Microfilm)	---
Carroll	Carroll	-	7/13/78	129	73	187

*J.M.H.*

LOCATION		RECORDATION			
County	County Seat	Date	Doc. No.	Book	Page
<b><u>STATE OF IOWA</u></b>					
Cedar	Tipton	7/12/78	1515	Mortgage 122	703 - 744
Cerro Gordo	Mason City	7/12/78	310	Mortgage 357	118 - 159
Chickasaw	New Hampton	7/12/78	63	107	334 - 375
Clay	Spencer	7/12/78	113	100 Land Mortgages	364 - 405
Clinton	Clinton	7/13/78	4361-78	(Microfilm)	---
Crawford	Denison	7/12/78	78-2074	(Microfilm)	---
Dallas	Adel	7/12/78	3508	559	54
Delaware	Manchester	7/12/78	114 - 102	82 (Indexed in Chattel Mortgage Index)	202
Dickinson	Spirit Lake	7/12/78	115	58 - Land Mortgages	273 - 355
Dubuque	Dubuque	7/12/78	6660-78	(Microfilm)	---
Emmet	Estherville	7/12/78	0064 (Also Indexed Land Mortgage)	16 Misc. Rec.	65
Fayette	West Union	7/12/78	2306	237 Mortgages	392 - 433
Floyd	Charles City	7/12/78	117	113 - Land Mortgages	---
Franklin	Hampton	7/12/78	58	129	232 - 273
Greene	Jefferson	7/12/78	1486	130	904 - 945
Grundy	Grundy Center	7/12/78	1266	336	131 - 172
Hamilton	Webster City	7/12/78	780093	156	761 - 802
Hancock	Garner	7/12/78	92	67 - Mortgages	44-85
Hardin	Eldora	7/12/78	112	532	266 - 307
Harrison	Logan	7/12/78	83	531	81
Henry	Mt. Pleasant	7/12/78	124	312A	353
Howard	Cresco	7/12/78	78	135	398 - 430
Humboldt	Dakota City	7/13/78	74	91	563
Ida	Ida Grove	7/13/78	49	73- - Mortgages	73
Jackson	Maquoketa	7/12/78	84	137	458 - 499
Jasper	Newton	7/12/78	3711	794	172 - 213
Jefferson	Fairfield	7/12/78	92	103	908
Jones	Anamosa	7/14/78	128	195	423
Keokuk	Sigourney	7/12/78	79	103	234 - 275
Kossuth	Algona	7/12/78	2130	184 - Land Mortgages	176 - 217
Linn	Cedar Rapids	7/12/78	933	1798	128 - 169
Louisa	Wapello	7/12/78	75	317	336 - 377
Lyon	Rock Rapids	7/12/78	1190	406 - Mortgages	1
Madison	Winterset	7/12/78	105	129	632
Mahaska	Oskaloosa	7/12/78	2593	211 - Mortgage Recordings	1
Marshall	Marshalltown	7/12/78	165	Microfile	165-1978-9
Mitchell	Osage	7/12/78	80	79-Land Mortgages	32 - 73
Monona	Onawa	7/13/78	54	99	150
Monroe	Albia	7/12/78	61	129	415 - 456
O'Brien	Primghar	7/12/78	1519	112-Land Mortgages	387
Osceola	Sibley	7/12/78	33	7	203 - 244
Palo Alto	Emmetsburg	7/12/78	1277	106	6
Plymouth	LeMars	7/13/78	2105	File 1978	Card 2105
Pocahontas	Pocahontas	7/12/78	65	96	765
Polk	Des Moines	7/10/78	1210	4823	734 - 770
Pottawattamie	Council Bluffs	7/12/78	321	79	497 - 538
Poweshiek	Montezuma	7/12/78	1862	372	195



*J. M. H.*

LOCATION		RECORDATION			
County	County Seat	Date	Doc. No.	Book	Page
<u>STATE OF IOWA</u>					
Polk	Des Moines	7/10/78	1210	4823	734 - 770
Pottawattamie	Council Bluffs	7-12-78	321	79	497 - 538
Poweshiek	Montezuma	7/12/78	1862	372	195
Ringgold	Mount Ayr	7/13/78	1043	210	173
Sac	Sac City	7/12/78	103	112	804 - 846
Shelby	Harlan	7/12/78	1443	417	456
Sioux	Orange City	7/13/78	1978 - 2473	1978	2473
Story	Nevada	7/12/78	285	141 Mortgage	173 - 314
Tama	Toledo	7/14/78	2029	368	174
Taylor	Bedford	7/12/78	65	106 - Corporations	38
Union	Creston	7/12/78	103	405	597
Wapello	Ottumwa	7/12/78	239	168	337 - 378
Warren	Indianola	7/12/78	187	210	251 - 292
Washington	Washington	7/13/78	140	76 - Land Mortgages	371 - 412
Webster	Fort Dodge	7/12/78	4252	285	405 - 406
Winnebago	Forest City	7/13/78	84	187	168 - 209
Woodbury	Sioux City	7/13/78	467	Roll 79	Image 2307
Worth	Northwood	7/12/78	32	92 - Real Estate Mortgages	901 - 942
Wright	Clarion	7/13/78	78 - 1628	64	5-46
<u>STATE OF KANSAS</u>					
Sec. of State	Kansas City	4/20/78	437235	(Railroad File)	
Leavenworth	Leavenworth	5/10/78	Micro-filmed	534	587 - 629
(same copy filed in Missouri; County of Worth)					
Wyandotte	Kansas City	5/10/78	D966539	2624	267 - 308
Johnson		5/10/78	1165765	Vol. - 1334	728 - 769
(same copy filed in Missouri;) County of Platte)					
<u>STATE OF MICHIGAN</u>					
Delta	Escanaba	4/20/78	--	195 - Mortgages	704 - 744
Dickinson	Iron Mountain	4/20/78	615	116 - Mortgages	369 - 409
Gogebic	Bessemer	4/20/78	55750	94 - Mortgages	679 - 719
Iron	Crystal Falls	4/20/78	--	105 - 106 Mortgages	590 - 600 of 105 & 1-30 of 106
Marquette	Marquette	4/20/78	--	323 - Mortgages	208 - 248
Menominee	Manominee	4/20/78	608	240 - Mortgages	485 - 511
<u>STATE OF MINNESOTA</u>					
Blue Earth	Mankato	5/8/78	319060	247	401
Brown	New Ulm	5/8/78	209866	Microfilmed	
Carver	Chaska	5/8/78	37678	100	452 - 92

*J.M.H.*

LOCATION		RECORDATION			
County	County Seat	Date	Doc. No.	Book	Page
<u>STATE OF MINNESOTA</u>					
Chippewa	Montevideo	5/8/78	182787	96	527 - 568
Cottonwood	Windom	5/8/78	170362	162	Microfilmed 135 - Card File
Dakota	Hastings	5/10/78	511926		
Dodge	Mantorville	5/8/78	44693	94 - Mortgages	451
Faribault	Blue Earth	5/8/78	234984	Microfilmed	
Fillmore	Preston	5/8/78	217128	168 - Mortgages	734
Freeborn	Albert Lea	5/8/78	274536	287 - Mortgages	263 - 304
Goodhue	Red Wing	5/8/78	259354	183	181 - 121, Inc.
Hennepin	Minneapolis	5/10/78	4376761	Box 672	
Jackson	Jackson	5/8/78	172364	Microfilmed	
Rice	Faribault	5/8/78	258527	309 - Mortgages	327 - 367
Rock	Luverne	5/8/78	107689	110 - Mortgages	171 - 211
St. Louis	Duluth	5/10/78	273262		
Scott	Shakopee	5/8/78	162330		
Sibley	Gaylord	5/8/78	119525	76 - Mortgages	191 - 211
Steele	Owatonna	5/8/78	169817	120 - Mortgages	383
Wabasha	Wabasha	5/8/78	153666	134	746
Waseca	Waseca	5/8/78	146110	82 - Mortgages	229
Washington	Stillwater	5/8/78	374371		
Watonwan	St. James	5/8/78	131924	File 121 - Card 3989	
Winona	Winona	5/9/78	260788	Microfilmed	
Yellow	Granite				
Medicine	Falls	5/8/78	171591	151 - Morgages	673
Kandiyohi	Montevideo	5/8/78	263816	Microfilmed - No. 140	
LacQuiParle	Madison	5/8/78	170464	129 - Mortgages	243 - 282
LeSueur	LeCenter	5/8/78	172775	179 - Morgages	549 - 589
Lincoln	Ivanhoe	5/8/78	117367	101	422
Lyon	Marshall	5/8/78	32398	190 - Mortgages	66
Martin	Fairmont	5/8/78	251527	Microfilmed	
McLeod	Glencoe	5/8/78	180970	188 - Mortgages	63 - 104
Meeker	Litchfield	5/8/78	188815	473 - Mortgages	725 - 765
Mower	Austin	5/8/78	333652	336	170 - 210
Murray	Slayton	5/9/78	157933	Microfilmed	
Nicollet	St. Peter	5/8/78	137985	140 - Mortgages	387 - 428
Nobles	Worthington	5/8/78	202339	Microfilmed	
Olmsted	Rochester	5/8/78	400667	405 - Mortgages	50
Ramsey	St. Paul	5/9/78	2002235	Microfilmed	
Redwood	Redwood	5/8/78	226269	170 - 171 Mortgages	763 - 800 & 1-3
Renville	Olivia	5/8/78	237473	154 - Mortgages	209 - 250

STATE OF MISSOURI

Sec. of State	Jefferson City	4/20/78	576503	(Public Utility)	
Andrew	Savannah	4/19/78	--	289	347
Buchanan	St. Joseph	4/21/78	4506	1185C	129 - 170
Jackson	Independence	4/18/78	K363239	K838	P1469 - P1509

*J.M.H.*

LOCATION		RECORDATION			
County	County Seat	Date	Doc. No.	Book	Page
<u>STATE OF MISSOURI</u>					
Nodaway	Maryville	4/19/78	4496	249	273
Platte	Platte City	4/21/78	32007	154H	314
(Same copy filed in Kansas, County of Johnson)					
Worth	Grant City	4/19/78	--	133	155
(Same copy filed in Kansas, County of Leavenworth)					
<u>STATE OF NEBRASKA</u>					
Sec. of State	Lincoln	5/15/78	310	(utility)	
Antelope	Neligh	4/19/78	--	129 - 409	
Boone	Albion	4/19/78	--	121 - 96	
Boyd	Butte	4/19/78	25215	47 - Mortgages	545
Brown	Ainsworth	4/25/78	--	63 - Mortgages	148
Burt	Tekamah	4/19/78	4519	67 - Mortgages	618 - 658
Butler	David City	4/19/78	--	101 - Mortgages	237
Cedar	Hartington	4/19/78	--	146	92 - 132
Cherry	Valentine	4/24/78	--	84	51
Clay	Clay Center	4/19/78	--	144 - Mortgages	337
Colfax	Schuyler	4/19/78	--	98 - Mortgages	844
Cuming	West Point	4/19/78	File No. 440	95 - Mortgages	247
Dakota	Dakota City	4/19/78	--	87 - Mortgages	260 - 299
Dawes	Chadron	4/24/78	1 Inst. 1907	106 - Mortgages	1-41
Dixon	Ponca	4/24/78	1540	103 MR	511
Dodge	Fremont	4/24/78	--	174 - Mortgage	45
Douglas	Omaha	4/25/78	28	2230- Mortgage	185 - 225
Fillmore	Geneva	4/19/78	45	114 - Mortgages	45
Hamilton	Aurora	4/28/78	45966	122 - Mortgages	363
Holt	O'Neill	4/24/78	--	190 - Mortgages	171
Knox	Center	4/19/78	--	98 - Mortgages	109
Lancaster	Lincoln	4/25/78	78-9890	Indexed General Microfilmed	
Madison	Madison	4/19/78	1551	M78-4	460-498
Madison	Madison	4/19/78	1550	Vol. 21 Sec. Agmts.	1006
Nuckolls	Nelson	4/19/78	--	73 - Mortgages	506 - 546
Pierce	Pierce	4/19/78	--	84 - Mortgages	21
Platte	Columbus	4/24/78	-- (2 copies)	238 - Mortgages	95
Rock	Bassett	4/24/78	111088	41 - Mortgages	212
Saunders	Wahoo	4/19/78	--	Assoc. Record - Book G	1 - 41
Seward	Seward	4/24/78	697	155	557
Sheridan	Rushville	4/24/78	--	79 - Mortgages	422 - 462
Sioux	Harrison	4/19/78	--	41 - Mortgages	629 - 669
Stanton	Stanton	4/19/78	371	Vol. 68 of Real Estate Mortgages	629 - 669
Thayer	Hebron	4/19/78	--	96 - Mortgages	109
Thurston	Pender	4/19/78	File No. 252	58	687 - 727
Washington	Blair	4/19/78	719	117	527 - 567
Wayne	Wayne	4/19/78	780461	Microfilm	
York	York	4/24/78	917	Vol. 190 - Mortgage	433

*J.M.H.*

LOCATION		RECORDATION			
County	County Seat	Date	Doc. No.	Book	Page
<u>STATE OF NORTH DAKOTA</u>					
Sec. of State		4/26/78	Cert. No. 96	(Utility)	
Dickey	---	5/3/78	136104	--	--
<u>STATE OF SOUTH DAKOTA</u>					
Sec. of State		4/19/78		Vol. 27	221
<u>STATE OF WISCONSIN</u>					
Sec. of State		4/19/78	Filing #49	Vol. 50 of Railroad Mortgages	557 - 575
<u>STATE OF WYOMING</u>					
Converse	Douglas	4/21/78	516823 - 22541	668 of Mortgage	13 - 53
Crook	Sundance	4/21/78	386654 - 12796	162 of Photos	502 - 542
Fremont	Lander	4/21/78	974092	75 of Microfilm	859 - 899
Natrona	Casper	4/20/78	233493	450 of Mortgages Microfilmed	128 - 168
Niobrara	Lusk	4/21/78	279855	289	694 - 734
<u>INTERSTATE COMMERCE COMMISSION</u>					
I.C.C.		4/26/78	I.C.C Rec. No. 9346		